

TAB B

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MEMORANDUM

TO: Eric T. House
FROM: Frank V. Castellucci
CC: G. Kent Plunkett
Arthur M. Rogers
DATE: September 21, 2000
RE: Salary.Com, Inc. Bridge Financing -- Note and Warrant

In connection with the bridge financing of Salary.com, Inc., enclosed for your safekeeping is a fully-executed original convertible promissory note and common stock purchase warrant.

Please acknowledge your receipt of the convertible promissory note and common stock purchase warrant by signing and dating the enclosed copy of this letter in the spaces provided below and returning it to me in the enclosed pre-paid overnight envelope.

If you have any questions or comments, please contact me at the telephone number or e-mail address listed above.

Eric T. House
Received By (Print Name)

Eric T. House
Signature

9/22/2000
Date

09/21/00 10:50 FAX 617 248 7100

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IN WITNESS WHEREOF, the undersigned have executed this Convertible Promissory Note and Warrant Purchase Agreement as of the date first above written.

COMPANY:

SALARY.COM, INC.

By: _____
Name: _____
Title: _____

INVESTORS:

By: Eric T. House
Name: Eric T. House
Title: G.P. Valhalla Venture Fund